

RECORDATION NO. 7436-11 Filed 1425

DEC 1 1978-8 30 AM

INTERSTATE COMMERCE COMMISSION

W. E. LEWELLEN
VICE PRESIDENT-FINANCIAL SERVICES

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INTERSTATE COMMERCE COMMISSION

Mr. H. Gordon Homme, Jr., Acting Secretary
Interstate Commerce Commission
12th & Constitution Avenues, N.W.
Washington, D. C. 20423

Dear Mr. Homme:

Please find enclosed for filing in your office pursuant to Section 20(c) of the Interstate Commerce Act and Commission Regulations with respect thereto, a duly executed and acknowledged and two certified true copies of:

1. Amendment Number 2 dated as of December 1, 1978 to a Non-Recourse Purchase and Lease Agreement relating to surface railway rolling stock between Whitkath Inc., a New York corporation, as the Lessor and United States Steel Corporation, a Delaware corporation, as the Lessee. By the terms of the Lease, the Lessor will purchase certain surface railway rolling stock to be leased by the Lessee. The aforesaid Non-Recourse Purchase and Lease Agreement was recorded with the Interstate Commerce Commission at 9:35 a.m. on March 21, 1974 at Recordation Number 7436. Amendment Number 1 to said Lease was recorded with the Commission on March 1, 1977 and certain Waivers dated as of September 1, 1977 to said Lease were recorded with the Commission on October 3, 1977.
2. Basic Lease Supplement 046 relating to one gang car - one man section covered by the aforesaid Lease.

United States Steel Corporation

600 GRANT STREET
PITTSBURGH, PENNSYLVANIA 15210

December 1, 1978

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I.C.C.

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INTERSTATE COMMERCE COMMISSION

No. 8-335-A07

Date DEC 1 1978

Fee \$50.00

ICC Washington, D. C.

Jim Bohan
C. R. [Signature]

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3. Trust Indenture Supplement 046 (with respect to one gang car - one man section) to a Trust Indenture relating to surface railway rolling stock between Whitkath and First National City Bank (now Citibank, N.A.), a national banking association with corporate trust offices located in New York, New York, as trustee for The Prudential Insurance Company of America, The Travelers Insurance Company and Connecticut General Life Insurance Company, institutional investors who will finance a portion of the purchase price of such surface railway rolling stock by loans to Whitkath which will be secured by the Trust Indenture and evidenced by Whitkath's 8 1/8% non-recourse secured notes to such investors. With certain exceptions, all lease rental payments will be remitted directly to the Trustee to retire the notices of Whitkath. The aforesaid Trust Indenture was recorded with the Interstate Commerce Commission at 9:35 a.m. on March 21, 1974 at Recordation Number 7436-a. Amendment Number 1 to said Indenture was recorded with the Commission on March 1, 1977.
4. Basic Lease Supplement 049 relating to one 27 ton sand tower and one portable jack covered by the aforesaid Lease.
5. Trust Indenture Supplement 049 (with respect to one 27 ton sand tower and one portable jack) to the aforesaid Trust Indenture.

The surface railway rolling stock will be purchased and leased in connection with the development of the Cumberla Mine of the Lessee in Greene County, Pennsylvania and will be utilized to transport coal from such Mine to certain loading facilities of the Lessee on the Monongahela River near Alicia Pennsylvania for further shipment through the Commonwealth of Pennsylvania and the State of Ohio to the Province of Ontario



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in Canada. Such surface railway rolling stock will include one diesel-electric, standard, railroad locomotive; thirty-or fast dumping 100-ton capacity hopper cars for unit train open gas or diesel powered mobile maintenance equipment; a hydraulic rerailing system and a rail drill; and replacement parts therefor and surface railway rolling stock substituted therefor. The enclosed Lease and Indenture Supplements cover a gang car-one man section, a 27 ton sand tower and a portable jack.

Lease rental payments are to be made to the Lessee by Ontario Hydro, a body corporate created and continued by Act of the Province of Ontario, Canada, as a portion of the purchase price of coal to be recovered from the Lessee's Cumberland Mine. The Lessee has sold and assigned its rights to such lease rental payments to Whitkath in Section 13 of the Lease. Whitkath, in turn, has, in the granting clauses of the Trust Indenture granted a security interest in its rights to certain such lease rental payments in all of the surface railway rolling stock as well as other rights of Whitkath under the Lease to the Trustee for the benefit of the aforesaid institutional investors. Accordingly, such assignments and security interests are contained in the documents recorded at Recordation Number 7436 and 7463-a, as subsequently amended, modified and supplemented and as amended and supplemented by the documents enclosed herewith for recordation and have not been embodied in separate instruments.

None of the enclosed documents have previously been filed and recorded with the Commission.

The addresses of the parties herein identified are set forth in Schedule A hereto.

We would appreciate the original of Amendment Number 2 to the Lease, Trust Indenture Supplements 046 and 049 and Basic Lease Supplements 046 and 049 being returned to the Trustee via the courier who will present the enclosed documents for filing and recordation.

Very truly yours,

W. E. Lunnell
Vice President

Enclosures

RECORDATION NO. 7438 Filed & Recorded

APR 28 1975 - 1 45 AM

MEMORANDUM OF TERMINATION
OF LEASE

INTERSTATE COMMERCE COMMISSION

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY ("Company") and MINERSVILLE ELEVATOR COMPANY ("Minersville") have heretofore entered into a lease dated February 4, 1974 ("Lease") covering three (3) 4750 cu. ft. 100-ton covered hopper cars bearing car reporting marks USLX 7585 through USLX 7587, both inclusive; and

WHEREAS, the Lease was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act, as amended, at 12:05 p.m. on March 19, 1974, and assigned Recordation No. 7438; and

WHEREAS, prior to the delivery of any of the cars covered by the Lease, the Company and Minersville have heretofore agreed to cancel and terminate the Lease and to have such Lease be deemed null and void and of no force and effect; and

WHEREAS, the Company and Minersville desire to clear the records of the Interstate Commerce Commission with respect to such Lease.

NOW, THEREFORE, it is hereby acknowledged by the parties that none of the cars covered by the Lease were ever delivered to Minersville, and that the Lease has been cancelled and is of no further force and effect.

IN WITNESS WHEREOF, the Company and Minersville have duly executed this Memorandum on and as of this 14th day of April, 1975.

ATTEST:

By: [Signature]

Asst. Sec.

UNITED STATES RAILWAY LEASING
COMPANY

By: [Signature]

V. Pres.

MINERSVILLE ELEVATOR COMPANY

ATTEST:

By: [Signature]

By: [Signature]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 25th day of April, 1975, before me personally appeared L. L. Solomonson, to me personally known, who being by me duly sworn says that he is Vice President of UNITED STATES RAILWAY LEASING COMPANY, and Paul J. [unclear], to me personally known to be the Assistant Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paula Jeller
Notary Public

My Commission Expires: 4-16-79

STATE OF NEBRASKA)
) SS:
COUNTY OF PAWNEE)

On this 14th day of April, 1975, before me personally appeared LYNN F. BINDER, to me personally known, who being by me duly sworn says that he is _____ President of MINERSVILLE ELEVATOR COMPANY, and _____, to me personally known to be the _____ Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. H. Stillinger
Notary Public

My Commission Expires: Dec 13 1976

